

Appendix A



STATEMENT OF WORK

AutoSPRINK

This Statement of Work is provided as a supplement to the Professional Services Agreement (the "Agreement") dated as of April 1, 2004 between SEi and MEP and is effective as of April 1, 2004.

1. Services/Project Description

- 1.1 The purpose of this project is to develop the AutoSPRINK computer program ("AutoSPRINK" or the "Product"). AutoSPRINK is a computer drawing program for Microsoft Windows for use by insurance professionals and designers of fire protection sprinkler systems. AutoSPRINK is an object oriented CAD program developed specifically for analysis and design of fire protection sprinkler systems. AutoSPRINK addresses the unique needs and requirements of fire sprinkler system designers and insurance evaluators, offering hydraulic calculations, stock listing, and incorporating several objects specifically for design and analysis of fire protection sprinkler systems, such as pipes, fittings, sprinklers, pumps, and water sources.







5. Ownership of Deliverables.

- 5.1 MEP owns the Product at all times. Thus, SEi agrees to assign, and hereby assigns to MEP all right, title and interest in the Product, Source Code, and Authorizations Database, including all intellectual property rights therein. SEi agrees to take such actions as MEP may reasonably request, at MEP's sole expense, in order to obtain, maintain, defend, and enforce MEP's intellectual property rights in the Product, Source Code, and Authorizations Database. Subject to MEP payment obligations, upon written request SEi will provide copies of the Product, Source Code, and Authorizations Database to MEP.**





Software Engineering, Inc.:

By: [Signature]
(Authorized Signature)
David H. Hoelt
Printed Name
President
Title

M.E.P.CAD, Inc.:

By: [Signature]
(Authorized Signature)
Joe Regier
Printed Name
Ves. CEO
Title